arabtec holding

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Arabtec Holding PJSC

Notice of the Annual General Assembly Meeting

The Board of Directors (the "**Board**") of Arabtec Holding PJSC (the "**Company**") is pleased to invite the shareholders to attend the Annual General Assembly meeting ("**AGM**") of the Company which will be held on Wednesday 20 April 2016 at 4.00pm at the St. Regis Hotel, Corniche Road, Abu Dhabi, to discuss the following items:

Agenda of matters requiring a Special Resolution

1. Approve the amendment of the Articles and of Association and the Memorandum of Association of the Company in accordance with the provisions of Federal Law No. (2) of 2015, after obtaining the approval of the competent authorities.

Agenda of the Annual Ordinary General Assembly

2. Discuss and approve the Board of Directors' report concerning the Company's activities and financial status for the financial year ended 31 December 2015.
3. Discuss and approve the External Auditors' report for the financial year ended 31 December 2015.
4. Discuss and approve the Company's balance sheet and profit and loss account for the financial year ended 31 December 2015.
5. Release the Board of Directors from liability for the financial year ended 31 December 2015 or dismiss them and file a liability suit against them as the case may be.
6. Release the External Auditors from liability for the financial year ended 31 December 2015 or dismiss them and file a liability suit against them as the case may be.
7. Appoint the External Auditors of the Company for the year 2016 and determine their fees.
8. Consider granting approval for one year for members of the Board of Directors to carry out activities competing or relating to the activities of the Company pursuant to Article 152/3 of Federal Law No. 2 of 2015 as amended.

Notices:

1. *Any person entitled to attend AGM may authorize a representative of his choice, other than Board members, to attend the AGM on his behalf. A representative may not hold, in such capacity, more than (5%) five percent of the Company's share capital if he is representing more than one shareholder. Incompetent or incapacitated persons shall be represented by their legal representatives.*
2. *A juristic person may authorize any of the its representatives or managers pursuant to a resolution passed by its board of directors or an equivalent body, to represent it at the AGM. Such authorized representative shall have the powers determined under the authorization resolution.*
3. *A shareholder whose name is registered on Tuesday 19 April 2016 shall be entitled to vote at the AGM.*
4. *The Company's 2015 Corporate Governance Report, 2015 Financial Statements and proposed amendments to the Articles of Association of the Company shall be made available to the shareholders on the Company website and the Dubai Financial Market website.*
5. *The AGM shall be valid if attended by shareholders, either in person or by proxy, holding no less than 50% of the Company's share capital. If quorum is not achieved, a second meeting will be held at the same venue and time on Wednesday 27 April 2016. The second meeting shall be valid in all cases.*
6. *A Special Resolution is a resolution passed by the majority of the votes of the shareholders holding no less than three-quarters of the shares represented at the AGM of the joint stock company.*

Chairman of the Board of Directors